IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

TYCO INTERNATIONAL LTD. and
TYCO INTERNATIONAL (US) INC.,

Plaintiff

v.

L. DENNIS KOZLOWSKI,

Defendant.

Case No. 02-cv-7317 (TPG)

DECLARATION OF ELIZABETH F. EDWARDS AND EXHIBITS IN SUPPORT OF PLAINTIFFS TYCO INTERNATIONAL LTD.'S AND TYCO INTERNATIONAL (US) INC.'S MOTION FOR PARTIAL SUMMARY JUDGMENT ON LIABILITY AND DEFENDANTS' COUNTERCLAIMS

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Attorneys for Plaintiffs Tyco International Ltd. and Tyco International (US), Inc.

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I, Elizabeth F. Edwards, a partner with McGuireWoods LLP and counsel for Plaintiffs Tyco International Ltd. and Tyco International (US) Inc, respectfully submit this declaration in support of Plaintiffs' motion for partial summary judgment on liability and defendants' counterclaims, and declare under penalty of perjury as follows:

1. Attached hereto as Exhibit 1 is a true and correct copy of portions of the deposition of L. DENNIS KOZLOWSKI, taken on October 29-31, 2007 in the instant matter.

2. Attached hereto as Exhibit 2 is a true and correct copy of the jury charge transcript in *People v. Kozlowski and Swartz,* Supreme Court New York County, No. 5259/02, dated June 2, 2005.

3. Attached hereto as Exhibit 3 is a true and correct copy of the Amended Indictment in *People v. Kozlowski and Swartz,* Supreme Court New York County, No. 5259/02, dated January 18, 2005.

4. Attached hereto as Exhibit 4 is a true and correct copy of the Minutes of a Special Meeting of the Board of Directors of Tyco International Ltd., dated June 3, 2002.

5. Attached hereto as Exhibit 5 is a true and correct copy of the Declaration of MATTHEW R. A. HEIMAN in Support of Motion for a Temporary Restraining Order and Preliminary Injunction, filed in this instant matter, and attached exhibits, dated October 3, 2008.

6. Attached hereto as Exhibit 6 is a true and correct copy of portions of the deposition of JOHN FORT, taken on March 11-14, 2008 in the instant matter.

7. Attached hereto as Exhibit 7 is a true and correct copy of the verdict sheet in *People v. Kozlowski and Swartz,* Supreme Court, New York County, No. 5259/02, dated June 2, 2005.

8. Attached hereto as Exhibit 8 is a true and correct copy of the transcript from the sentencing proceeding in *People v. Kozlowski and Swartz,* Supreme Court, New York County, No. 5259/02, dated September 19, 2005.

9. Attached hereto as Exhibit 9 is a true and correct copy of the Responses and Objections of Defendant and Counterclaim-Plaintiff L. Dennis Kozlowski to Tyco's First Set of Contention Interrogatories and First Set of Requests for Admission in the instant matter, dated August 31, 2007.

10. Attached hereto as Exhibit 10 is a true and correct copy of the Temporary Restraining Order, dated October 17, 2008, and attaching the Temporary Restraining Order, dated October 6, 2008, in the instant matter.

11. Attached hereto as Exhibit 11 is a true and correct copy of the Preliminary Injunction Order, dated October 31, 2008, in the instant matter.

12. Attached hereto as Exhibit 12 is a true and correct copy of the Final Judgment as to Defendant L. Dennis Kozlowski, in *Securities Exchange Comm'n v. Kozlowski et al.*, 02-CV-7312 (SDNY 2009), dated August 4, 2009.

13. Attached hereto as Exhibit 13 is a true and correct copy of the Second Declaration of MATTHEW R.A. HEIMAN in Support of Motion for a Temporary Restraining Order and Preliminary Injunction, dated October 8, 2008, in the instant matter, and attached exhibit.

14. Attached hereto as Exhibit 14 is a true and correct copy of the Tyco International Ltd. 1983 Key Employee Corporate Loan Program, as amended December 9, 1993.

15. Attached hereto as Exhibit 15 is a true and correct copy of the Memorandum from L. Dennis Kozlowski to Mark Swartz and Patty Prue re: Compensation, dated September 11, 2000.

16. Attached hereto as Exhibit 16 is a true and correct copy of the Interoffice Memorandum from Dennis Kozlowski to Patty Prue re: Restricted Stock Awards, dated November 7, 2000.

17. Attached hereto as Exhibit 17 is a true and correct copy of L. Dennis Kozlowski's KEL program transaction, promissory notes, and supporting documents.

18. Attached hereto as Exhibit 18 is a true and correct copy of portions of the deposition of FRANK E. WALSH, and exhibits 10-12, taken on October 2-4, 2007 in the instant matter.

19. Attached hereto as Exhibit 19 is a true and correct copy of the transcript containing Frank Walsh's Allocution in *People v. Walsh*, Supreme Court, New York County, No. 7906/02, December 17, 2002.

20. Attached hereto as Exhibit 20 is a true and correct copy the Tyco International Ltd. Minutes of a Regular Meeting of the Board of Directors, dated August 1, 1995.

21. Attached hereto as Exhibit 21 is a true and correct copy of portions of the deposition of STEPHEN FOSS, taken on May 9-11, 2007 in the instant matter.

22. Attached hereto as Exhibit 22 is a true and correct copy of the Order to Show Cause, dated September 10, 2002 and Notice of Temporary Restraining Order, dated September 12, 2002 in *Morgenthau v. Kozlowski and Swartz*, New York Supreme Court, New York County.

23. Attached hereto as Exhibit 23 is a true and correct copy of excerpts of the trial transcript *People v. Kozlowski and Swartz,* Supreme Court, New York County, No. 5259/02, dated April 28, 2005.

24. Attached hereto as Exhibit 24 is a true and correct copy of the Retention Agreement between Tyco International Ltd. and L. Dennis Kozlowski, dated January 22, 2001.

25. Attached hereto as Exhibit 25 is a true and correct copy of the Amendment to the Retention Agreement between Tyco International Ltd. and L. Dennis Kozlowski, dated August 1, 2001.

26. Attached hereto as Exhibit 26 is a true and correct copy of the portions of the deposition of PATRICIA PRUE, taken on February 14-15 and March 26, 2007 in the instant matter.

27. Attached hereto as Exhibit 27 is a true and correct copy of the portions of the deposition of JOHN JENKINS and exhibits 11, 12, 14, and 17, taken on December 12, 2006 in the instant matter.

28. Attached hereto as Exhibit 28 is a true and correct copy of the Tyco International (US) Inc. Supplemental Executive Retirement Plan, effective January 1, 1995.

29. Attached hereto as Exhibit 29 is a true and correct copy of the Tyco Deferred Compensation Plan Master Plan Document, as amended through May 2003.

30. Attached hereto as Exhibit 30 is a true and correct copy of the Tyco International Ltd. Executive Retirement Agreement, dated March 1, 1999.

31. Attached hereto as Exhibit 31 is a true and correct copy of the Tyco International Ltd. Shared Ownership Insurance Agreement, dated March 26, 2001.

Signed this 4th day of March, 2010 in Richmond, VA:

Elizabeth F. Edwards

Elizabeth F. Edwards

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